

Exhibit A

STATE OF MARYLAND)
CITY OF BALTIMORE)

I HEREBY CERTIFY that on this 30th day of June, 1945,
before me, the subscriber, a Notary Public of the State of Maryland,
in and for the City of Baltimore, personally appeared SEYMOUR O'BRIEN,
WILLIAM B. RAFFERTY and A. WALTER KRAUS, JR., and severally acknowledged
the foregoing Certificate of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last
above written.

Francis D. Knox
Notary Public

CERTIFICATE OF INCORPORATION

OF

THE CHESTER TOWN SHIRAZ COMPANY

received for record July 6, 1945 at 12:00 o'clock P. M. and approved
by the State Tax Commission of Maryland July 11, 1945 as in conformity
with law and ordered recorded.

A 2797

Quinn Kitchen

Recorded in Liber 167, folio 95, one of the Charter Records of the State Tax
Commission of Maryland.

Capital - \$100,000.00

Amount of Capital

STATE OF MARYLAND

hereby certify that the foregoing Certificate of Incorporation is a true and correct copy of the original as filed in the office of the
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

11-14-89

THE CHESTERTOWN SHORGAS COMPANY
CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Seymour O'Brien, William B. Rafferty and A. Walter Kraus, Jr., the post office address of all of whom is 1845 O'Sullivan Building, Baltimore, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is THE CHESTERTOWN SHORGAS COMPANY.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To purchase and to manufacture artificial gas in gaseous or liquid form; to use, to sell and to furnish such quantities of gas, both natural and artificial, mixture, combination, product or derivative, in gaseous or liquid form, for fuel, heat, light or other purposes, as may be required in any city, town or county of this state, in which, or adjoining which the said Corporation may be located, for lighting the streets, roads and public or private buildings, or for other purposes, and to lay conductors or pipes for the transmission of gas, both natural and artificial, mixture, combination, product or derivative thereof, in gaseous or liquid form, in any city, town or county, under the streets, squares, lanes, alleys, highways and roads thereof, and to connect the same with any manufactory or manufactories, or with any

private building or buildings, lamp or lamps or other structure or structures, object or objects, and with the place of supply, after first securing the proper assent of the municipal authorities of said city or town, or of the County Commissioners of said county or of the State agency or agencies having jurisdiction, authority and supervision of said roads or highways, under such reasonable and proper regulations as may be prescribed by them, subject, however, also to any law, ordinance or regulation that may be passed by the municipal authorities of the city or town, or the County Commissioners or the State agency having jurisdiction, for the filling up and repaving of any street lane, alley, highway or road in which the pipes may be laid; and to do any and all acts, to enter into and perform all contracts, to engage in all enterprises and undertakings, and to have such power and authority so to do and so to act as is now or hereafter may be conferred by the general corporation laws of the State of Maryland and especially by the corporation laws of the State of Maryland relating to public utilities, and by any acts of the General Assembly of Maryland amendatory and supplementary to said general corporation laws or corporation laws relating to public utilities.

(b) To purchase, manufacture, use, sell, lease, lend in and dispose of gas and vapor manufacturing machines and inventions, gas and vapor consuming machines and inventions for utilization as a fuel, or for ventilation or for a refrigerating system, or for light and lighting devices of all descriptions and heat, cold, ventilation or light regulating and saving devices and apparatus, and to do all

refine oils or other materials for the manufacture of gas or vapor, or the production of light, heat, cold, ventilation or refrigeration, to construct and maintain lines of pipe or tubing for the transportation of gas or other vapors, of oil and other liquids.

(c) To acquire by purchase, lease, exchange or otherwise, and to hold, own, develop, explore, improve, operate, lease, control, manage or otherwise turn to account, and to mortgage, lease, grant, sell, exchange, convey, or otherwise dispose of real estate, or any interests in real estate, improved or unimproved, and wherever situated; to manufacture, purchase or otherwise acquire, own, hold, mortgage, lease, hire, rent, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares and merchandise of every kind and description and particularly every kind of equipment, machinery or device for the consumption, utilization or production of gas, vapor or oil.

(d) To acquire by purchase, contract, exchange or otherwise, and to own, hold and deal in mortgages, conditional bills of sale, contracts of sale, bills of sale and liens on real and personal property, loan money on such mortgages, liens or encumbrances and on bonds, notes or instruments secured thereby, and to sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of such mortgages, liens, securities or encumbrances.

(e) To acquire by purchases, contract, exchange, lease, or otherwise, to sell, exchange, pledge, mortgage, assign, transfer, lease or otherwise deal in, deal with, or dispose of, shares in the capital stock, bonds, notes or other obligations of this or of other corporations, and to give and participate, at such times, in such manner, in

in such manner and upon such terms, not inconsistent with the provisions of this certificate of incorporation, and insofar as may be permitted by the general laws of the State of Maryland, the general corporation laws of the State of Maryland, the provisions of the Public Service Commission Law of the State of Maryland and subject to the approval, consent and orders of the public Service Commission of Maryland where the same is by law required.

(f) To apply for, register, purchase or in any manner acquire, and to hold, own, use, operate, develop and introduce, and to sell, assign, lease, grant licenses or other rights in respect of, mortgage or otherwise dispose of; and in any manner deal with letters patent of the United States, or of any foreign country, patent rights, licenses and privileges, royalties, inventions, improvements and processes, copyrights, trade marks and trade names, labels, designs, brands or other rights.

(g) To have and to use and exercise the right of eminent domain; to acquire by purchase, grant, assignment, transfer, pledge, mortgage, or otherwise, franchises and easements from towns, villages, cities, counties, states, the District of Columbia, any Territory, the United States Government, or agent, agencies, boards or commissions thereof, to own, hold, enjoy, use, operate, exercise the same, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of the same, subject to the laws of the State of Maryland, of the corporation laws of the State of Maryland, of the Public Service Commission Law of the State of Maryland, and subject to the approval, consent and orders of the Public Service Commission of the State of Maryland where the same is required, entered into contracts, agreements and undertakings with the public service commission of Maryland.

town, village, city, County, State, District of Columbia, Territory, the United States Government, or agent, agency, board or commission thereof.

(h) To engage in and carry on the business of banking, trust, real estate, engineering and architectural work.

(i) To transact its business, carry on its operations within and without the State of Maryland, and to exercise in any other State, Territory, District or possession of the United States, or in any foreign country, so far as the laws thereof permit, the powers granted by the general corporation laws of the State of Maryland, and by the Public Service Commission law of Maryland.

(j) To make contracts, incur liabilities, and to borrow money for its corporate purposes; and to issue bonds, notes and other obligations and secure the same by mortgage or deed of trust on all or any part of its property, franchises or income, provided that any mortgage or deed of trust of any of the franchises of the corporation securing any such issue of bonds, notes or other obligations, shall have been authorized at a meeting of the stockholders of the corporation as provided by the general corporation laws of the State of Maryland.

(k) Generally to have, possess, exercise and use the powers set forth in this charter and enumerated, amended, altered or modified by the general corporation laws of the State of Maryland and by any and future supplements and amendments thereto, and to do any and every act or thing not inconsistent with the powers and purposes herein set forth.

oration laws of Maryland or the Public Service Commission law of Maryland, and which may be appropriate to promote and attain the objects and purposes set forth in this certificate.

The objects, purposes and powers specified in this Article THIRD except where otherwise expressed in said Article, shall be in nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this or any other Article of this Certificate of Incorporation, but the objects, purposes and powers in each of the clauses of this Article THIRD shall be considered as independent objects, purposes and powers, and it is also hereby expressly provided that the foregoing enumeration of objects, purposes and powers shall be held to be in furtherance of, and not in limitation or restriction of, the general powers conferred upon corporations by the laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Main Street, Chestertown, Maryland. The resident agent of the Corporation is John Adams, whose address is Chestertown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors, whose number may be changed from time to time in such lawful manner as the by laws may provide, and Robert Lewis, Charles S. Todd and W. M. Hall shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000), the value, divided into one hundred thousand (100,000) shares of the par value of One Dollar

(\$1.00) each.

SEVENTH: The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance and sale from time to time of bonds, notes, debentures or other obligations of the Corporation for such considerations as the Board of Directors may deem advisable, such bonds, notes or other obligations to be issuable in such series, in such denomination or denominations and with such interest rate or rates, redemption price or prices and maturing at such time or times, and otherwise varying as the Board of Directors may determine; and the Board of Directors is hereby empowered and authorized, subject to the provisions of Article Third, Section (4) of this Certificate of Incorporation, to mortgage, pledge and/or hypothecate all or any part of the Corporation's property, real, personal or mixed (except its franchise) and its rents, revenues and income, whether now owned or hereafter acquired, and to execute the execution, delivery, filing and recording of mortgages, deeds of trust or other instruments, in such form as shall be determined by the Board of Directors, to secure the payment of all or any of such bonds, notes, debentures or other obligations, the principal and interest thereon, the premium, if any, thereon, and any and all other amounts of money or value that may be due or payable thereon, and to do all things necessary and proper to carry out the foregoing, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

oration laws of Maryland or the Public Service Commission Law of Maryland, and which may be appropriate to promote and attain the objects and purposes set forth in this certificate.

The objects, purposes and powers specified in this Article THIRD except where otherwise expressed to said Articles, shall be in no wise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this or any other Article of this Certificate of Incorporation, but the objects, purposes and powers in each of the clauses of this Article THIRD shall be considered as independent objects, purposes and powers, and it is also hereby expressly provided that the foregoing enumeration of objects, purposes and powers shall be held to be in furtherance of, and not in limitation or restriction of, the general powers conferred upon corporations by the laws of the State of Maryland.

FOURTH: The principal office address of the place at which the principal office of the Corporation in this State will be located is Main Street, Chestertown, Maryland. The resident agent of the Corporation is John Adams, whose address is Chestertown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors, who may be changed from time to time in accordance with the laws of the State of Maryland, and the laws of the State of Maryland may provide, and the Corporation shall have a president and a vice president, who may be changed from time to time in accordance with the laws of the State of Maryland, and the laws of the State of Maryland may provide, and the Corporation shall have a secretary and a treasurer, who may be changed from time to time in accordance with the laws of the State of Maryland, and the laws of the State of Maryland may provide.

SIXTH: The Corporation shall have a capital stock of \$100,000.00, divided into 10,000 shares of \$10.00 each, and the Corporation shall have the right to issue and sell such shares of stock, and the Corporation shall have the right to receive and collect the dividends and interest on such shares of stock, and the Corporation shall have the right to pay the dividends and interest on such shares of stock, and the Corporation shall have the right to do all such other things as may be necessary or proper to carry out the objects and purposes of the Corporation.

(\$1.00) each.

SEVENTH: The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance and sale from time to time of bonds, notes, debentures or other obligations of the Corporation for such considerations as the Board of Directors may deem advisable, such bonds, notes or other obligations to be issuable in such series, in such denomination or denominations and with such interest rate or rates, redemption price or prices and maturing at such time or times, and otherwise varying as the Board of Directors may determine; and the Board of Directors is hereby empowered and authorized, subject to the provisions of Article Third, Section (j) of this Certificate of Incorporation, to mortgage, hypothecate, pledge, or otherwise encumber all or any part of the Corporation's property, real, personal or mixed (except its franchise) and its rents, revenues and income, whether now owned or hereafter acquired, and to authorize the execution, delivery, filing and recording of mortgages, deeds of trust or other instruments, in such form as shall be determined by the Board of Directors, to secure the payment of all or any of such bonds, notes, debentures or other obligations, the principal and interest thereon, the redemption thereof, and all other amounts payable in connection with such obligations, and to execute all other instruments, contracts and documents necessary or proper to carry out the purposes of this section.

set forth in the By-laws of the Corporation.

In furtherance, and not in limitation of the powers conferred by law, the Board of Directors is expressly empowered and authorized; to set apart out of any of the funds of the Corporation a reserve or reserves for any proper purpose and to vary, increase or decrease or abolish any such reserve so created; from time to time to sell, assign, transfer, pledge, or otherwise dispose of any of its property; and to determine the use and disposition of any surplus or net profits of the Corporation. This Corporation may confer powers upon its Directors in addition to the foregoing, and in addition to the powers and authorities conferred upon them by law.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: This Corporation reserves the rights to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights or powers conferred upon stockholders and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on June 10, 1945.

WITNESS:

James N. Smox

William H. Coffey
Secretary

William H. Coffey
Secretary

A. Reiter & Co., Inc.

BY-LAWS
OF
THE CHESTERTOWN SHORGAS COMPANY

ARTICLE I
Stockholders

SECTION 1. Annual Meeting. The annual meeting of the stockholders of the Corporation shall be held on the second Wednesday in March in each year, if such Wednesday is not a legal holiday, and if it is a legal holiday, then on the next day not a legal holiday, and at such hour as may be named in the notice of said meeting, when the stockholders shall elect a Board of Directors, and transact such other business as may properly be brought before the meeting.

SECTION 2. Special Meetings. Special meetings of the stockholders may be called at any time by the President or by a majority of the Board of Directors and shall be called forthwith by the President or Secretary or any Director of the Corporation upon the request in writing of the holders of a majority of all the shares outstanding and entitled to vote on the business to be transacted at such meeting, delivered to such President, Secretary or Director. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of stockholders shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 3. Place of Meeting. Unless and until otherwise provided by resolution of the Board of Directors, all meetings of the stockholders shall be held at the office of the Corporation at Chestertown, Kent County, Maryland, but the Board of Directors may from time to time provide for the holding of any meeting or meetings of the stockholders at such other place within the State of Maryland as said Board of Directors may by resolution determine.

SECTION 4. Notice of Meetings. Written notice of each meeting of the stockholders shall be mailed to each stockholder entitled to vote thereat, at his last known post-office address, at least ten days before the meeting. Every such notice shall state the day and hour, and the place at which the meeting is to be held, and, in the case of any special meeting, shall indicate briefly the purpose or purposes thereof.

SECTION 5. Quorum. The holders of a majority of the shares of stock of the Corporation issued and outstanding, entitled to vote thereat, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by law, by the certificate of incorporation, or by these by-laws. If, however, such majority shall not be present or represented at any meeting of the stockholders, the stockholders

present in person or by proxy, and entitled to vote at such meeting, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until holders of the requisite number of shares shall be present in person or by proxy. At any such adjourned meeting at which the requisite number of shares of stock entitled to vote thereat shall be represented any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 6. Voting Rights. At each meeting of the stockholders, every stockholder entitled to vote thereat shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such stockholder and bearing a date not more than three months prior to said meeting, unless said instrument provides for a longer period. Each stockholder entitled to vote thereat shall have one vote for each share of stock registered in his name on the books of the Corporation, provided that (except where a date shall have been fixed as a record date for the determination of the stockholders entitled to vote thereat) no share of stock shall be voted on at any election of directors which has been transferred on the books of the Corporation within twenty days next preceding such election. The vote for directors, and, upon the demand of any stockholder, the vote upon any question before the meeting, shall be by ballot, and except as otherwise provided by law, all elections shall be had and all questions decided by a plurality vote.

ARTICLE II

Board of Directors

SECTION 1. Number and Term of Office. The property and business of the Corporation shall be managed by its Board of Directors. The number of directors shall be three, or such other number, not less than three nor more than nine, which may be designated from time to time by resolution of a majority of the entire Board of Directors. Directors need not be stockholders. They shall be elected at the annual meeting of stockholders except as hereinafter provided, and each director shall be elected to serve until his successor shall be elected and shall qualify.

SECTION 2. Filling of Vacancies. All vacancies in the Board of Directors caused by the resignation, removal or death of any director or directors, or by an increase in the number of directors, may be filled by the vote of a majority of the directors in office at the time such vote is taken.

SECTION 3. Place of Meeting. The Board of Directors may hold their meeting and have one or more offices, and keep the books of the Corporation, except the original or duplicate stock ledger, outside of the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors.

SECTION 4. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice

of every resolution of the Board of Directors fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to every director at least five days before the first meeting held in pursuance thereof.

SECTION 5. Special Meetings. Special meetings of the Board of Directors may be called by the President on two days' notice to each director, either personally or by mail or by telegram; and shall be called by the President or Secretary in like manner and on like notice on the written request of any two directors. Every special meeting shall be held at such place as may be specified in any such call. Except as herein otherwise provided, or unless otherwise indicated in the notice thereof, any business may be transacted at any special meeting, and any business may be transacted at any meeting at which every director shall be present, even though without any notice.

SECTION 6. Quorum. At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, but if, at any meeting, less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors, except as may be otherwise specifically provided by Statute or by the certificate of incorporation or by these by-laws.

SECTION 7. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation a sum equal to the expenses incurred by him for attending any regular or special meeting of the Board, and by resolution of the Board of Directors a fixed sum may also be allowed for attendance at each regular or special meeting of the Board; and such reimbursement and compensation shall be payable whether or not an adjournment be had because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 8. Contracts. Any member of the Board of Directors individually may be a party to or may be interested in any contract or transaction of the Corporation, provided that such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the members of the Board of Directors not so interested (if such majority shall be sufficient to constitute a quorum); and any such director shall not be liable or responsible on account of such contracts or transactions, but his mere ownership of stock in another corporation by any director shall not disqualify him to vote as a director in respect of any transaction between this Corporation and such other corporation.

SECTION 9. Indemnification. The company shall indemnify each director and each former director against all reasonable expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of his being or having been a director of the company, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance

of his duties as such director. This right of indemnification shall inure to the benefit of the heirs, executors and administrators of such person indemnified and shall not be deemed exclusive of any other rights to which he or they may be entitled.

ARTICLE III

Officers

SECTION 1. Officers. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The President shall be a Director and the other officers may, but need not be, Directors. All such officers shall be elected by the Board of Directors by ballot at the first meeting of the Board held after each annual meeting of the stockholders. The Board of Directors may appoint such other officers (who need not be Directors) as they may deem advisable, who shall hold their offices for such terms and shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors. Any two of the above offices, except those of President and Vice-President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees other than officers appointed by the Board of Directors shall hold office at the discretion of the Committee or of the officers appointing them.

SECTION 2. Powers and Duties of the President. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business and affairs. He shall preside at all meetings of the stockholders and of the Board of Directors. He shall from time to time secure information concerning the business and affairs of the Corporation and shall promptly lay such information before the Board of Directors. He shall communicate to the said Board all matters presented by any officer of the Corporation for its consideration, and shall from time to time communicate to the officers such action of the Board of Directors as may in his judgment affect the performance of their official duties.

The President may sign certificates for shares of stock with the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, and sign and execute contracts in the name of the Corporation when authorized so to do by the Board of Directors. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

SECTION 3. Power and Duties of the Vice-President. Each Vice-President may sign certificates for shares of stock with the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, and

shall have such other powers and perform such duties as may from time to time be assigned to him by the Board of Directors.

SECTION 4. Powers and Duties of the Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation which may have come into his hands; when necessary or proper, he may endorse on behalf of the Corporation for collection, checks, notes and other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as may from time to time be designated by the Board of Directors or the Executive Committee or the President; he may sign with the President or a Vice-President certificates for shares of stock; whenever required by the Board of Directors he shall render a statement of his cash account; he shall enter regularly in the books of the Corporation to be kept by him for the purpose full and accurate account of all moneys received and paid by him on account of the Corporation; he shall, at all reasonable times, exhibit his books and accounts to any director of the Corporation upon application at the office of the Corporation during business hours; he shall give the Corporation a bond if required by the Board of Directors in a sum, and with one or more sureties, satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and other properties of whatever kind in his possession or under his control belonging to the Corporation; and he shall perform all acts incident to the office of the Treasurer, subject to the control of the Board of Directors.

SECTION 5. Powers and Duties of the Secretary. The Secretary shall be sworn to the faithful discharge of his duties and shall keep the minutes of all meetings of the Board of Directors, of all committees of the Board, and of the stockholders in books provided for that purpose; he shall attend to the giving or serving of all notices of the Corporation; he may sign with the President or a Vice-President, in the name of the Corporation, all contracts authorized by the Board of Directors, and, when so ordered by the Board of Directors he shall affix the seal of the Corporation thereto; he shall have charge of the stock certificate books, transfer books and stock ledgers and such other books and papers as the Board of Directors shall direct, all of which shall, at all reasonable times, be open to the examination of any director, upon application at the office of the Corporation during business hours; he may sign with the President or a Vice-President certificates for shares of stock of the Corporation; and he shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and the President.

SECTION 6. Voting upon Stocks. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend and to act and to vote at any meetings of stockholders of any corporation in which the Corporation may hold stock, and at any such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such stock, and which, as the owner thereof, the Corporation might have possessed and exercised if present; and the President may in his discretion, execute a proxy or proxies to any other person

SECTION 3. Transfer of Shares. A transfer book shall be kept by the Corporation or by one or more agents appointed by it, in which the shares of stock of the Corporation shall be transferred. Shares of stock of the Corporation shall be transferred on the books of the Corporation by the holder thereof in person or by his attorney duly authorized in writing, upon surrender and cancellation of certificates for a like number of shares of stock.

SECTION 4. Regulations. The Board of Directors shall have power and authority to make all such rules and regulations as it may deem expedient concerning the issue, transfer and registration of certificates for shares of stock of the Corporation.

The Board of Directors may appoint one or more transfer agents and registrars of transfers, and may require all stock certificates to bear the signature of one of the transfer agents and of one of the registrars of transfers so appointed.

SECTION 5. Closing of Transfer Books, Fixing of Record. Dates. The Board of Directors shall have the power to close the stock transfer books for a period not exceeding twenty days preceding the date of any meeting of stockholders or the date for payment of any dividend, or the date for allotment of rights or the date when any change or conversion or exchange of capital stock shall go into effect; provided, however, that in lieu of closing the stock transfer books as aforesaid the Board of Directors may fix in advance a date, not exceeding thirty days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or the date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, as a record date for the determination of the stockholders entitled to notice of, and to vote at, any such meeting, or entitled to receive payment of any such dividend, or to any such allotment of rights, or to exercise the rights in respect of any such change, conversion or exchange of capital stock, and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to such notice of, and to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

SECTION 6. Holders of Record. The Corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Maryland.

SECTION 7. Dividends. Subject to the provisions of the certificate of incorporation of the Corporation, the Board of Directors may declare dividends from the surplus of the Corporation or from the net profits arising from its business, and such dividends, if declared, shall, except as otherwise provided in the certificate of incorporation of the Corporation, be payable on dates to be fixed by the Board of Directors.

or persons conferring like powers upon him or them. The Board of Directors may also by resolution, from time to time, confer like powers upon any other person or persons.

SECTION 7. Compensation of Officers. The President and the other officers of the Corporation shall be entitled to receive such compensation for their services as may from time to time be determined by the Board of Directors.

SECTION 8. Vacancies. If the office of any officer or agent, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board of Directors, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

SECTION 9. Delegation of Powers. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director, provided that a majority of the entire Board concur therein.

ARTICLE IV

Capital Stock, Seal, Fiscal Year, Manner of Giving Notice

SECTION 1. Certificate for Shares. The Certificates for shares of stock of the Corporation shall be in such form not inconsistent with the certificate of incorporation as shall be approved by the Board of Directors. The certificates shall be signed by the President or a Vice-President and also by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the Corporation and sealed with its seal; provided, that where any such certificate is signed by a Transfer Agent or an Assistant-Transfer Agent or by a Transfer Clerk acting on behalf of such Corporation and a Registrar, the signature of any such President, Vice-President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary, may be facsimiles engraved or printed.

All certificates shall be consecutively numbered. The name of the person owning the shares of stock represented thereby with the number of such shares of stock and the date of issue thereof shall be entered on the Corporation's books.

Except as hereinafter provided, all certificates surrendered to the Corporation shall be cancelled and no new certificates shall be issued until former certificates for the same number of shares of stock of the same class shall have been surrendered and cancelled.

SECTION 2. Lost or Destroyed Certificates. In case any certificate of stock is lost, mutilated or destroyed, the Board of Directors may issue a new certificate in place thereof upon such terms and conditions as they may deem advisable and as may be permitted by the laws of the State of Maryland.

If the date fixed for the payment of any dividend shall in any year fall upon a legal holiday, then the dividend payment on such date shall be paid on the next day not a legal holiday.

SECTION 8. Working Capital. The Board of Directors shall not be required, after reserving, over and above the capital stock of the Corporation paid in, such sum, if any, as shall have been fixed by the stockholders, to declare a dividend among its stockholders, of the whole of its accumulated profits, or of any part thereof, in excess of the amount so reserved, and to pay the same to such stockholders on demand; but the Board of Directors may fix and determine the amount to be reserved by the Corporation over and above the capital stock paid in, and over and above such sum as may have been fixed by the stockholders, and the Board of Directors may fix a sum which may be set aside or reserved over and above the Corporation's capital paid in, and over and above such sum as may have been fixed by the stockholders, as a working capital for the Corporation or as a reserve fund for such other purposes as the Directors shall think conducive to the interest of the Corporation, and from time to time they may increase, diminish and vary the same in their absolute judgment and discretion.

SECTION 9. Corporate Seal. The Board of Directors shall provide a suitable seal, containing the name of the Corporation, the year of its incorporation, and the words CORPORATE SEAL, MARYLAND, which seal shall be in charge of the Secretary. Such seal may from time to time, upon the order of the Board of Directors, expressed by resolution of said Board, be used by causing a facsimile thereof to be impressed, affixed or reproduced. If and when so directed by the Board of Directors, a duplicate of the seal may be kept and be used by the Treasurer or by any Assistant Secretary or Assistant Treasurer.

SECTION 10. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and terminate on the thirty-first day of December in each year.

SECTION 11. Notices and Waivers. Whenever under the provisions of these By-Laws notice is required to be given to any director, officer, or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in a post-office or letter box, in a postpaid sealed wrapper addressed to such stockholder, officer or director at his last known post-office address, and such notice shall be deemed to be given at the time when the same shall be thus mailed. Any stockholder, director, officer or committee member may waive any notice required to be given under these By-Laws whether before or after the time stated therein.

ARTICLE V

Signing of Checks, Notes, etc.

All checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by the Treasurer of the Corporation or by such other officer or officers as the Board of Directors or the Executive Committee may from time to time by resolution determine.

Checks, drafts, bills of exchange, acceptances, notes, obligations and orders for the payment of money made payable to the Corporation may be endorsed for deposit to the credit of the Corporation with the duly authorized depository by any officer of the Corporation, or by any person specifically authorized so to do by resolution of the Board of Directors.

ARTICLE VI

Amendments

SECTION 1. The stockholders may at any meeting amend, alter or repeal these By-Laws by the affirmative vote of the holders of the majority of the shares of stock issued and outstanding, then having voting power on matters other than the election of directors, provided the substance of the proposed amendment shall have been stated in the notice of meeting, or by unanimous vote of the holders of such stock present in person or by proxy at such meeting without such notice.

SECTION 2. The Board of Directors may at any meeting make, alter and repeal additional and supplementary by-laws, not inconsistent with any of the foregoing by-laws, but any such additional or supplementary by-laws may be altered or repealed by the stockholders in the manner provided in Section 1 of this article.